UNITED STATES BANKRUPTCY COUR'S SOUTHERN DISTRICT OF NEW YORK	T		
In re:	X :	Chapter 11	
PURDUE PHARMA L.P., et al.,	:	Case No. 19-23649 (RDD)	
Debtors. ¹	: :	(Jointly Administered)	
	x		

STATEMENT OF FEES AND OUT-OF-POCKET EXPENSES OF PJT PARTNERS LP FOR THE PERIOD OF JUNE 1, 2021 THROUGH JUNE 30, 2021

PJT Partners LP ("<u>PJT</u>"), investment banker to the above-captioned debtors and debtors-in-possession (collectively, the "<u>Debtors</u>"), hereby submits its statement of fees and out-of-pocket expenses (the "<u>Monthly Fee Statement</u>") for the period of June 1, 2021 through June 30, 2021 (the "<u>Eighteenth Compensation Period</u>"), in accordance with the Procedures Order (as hereinafter defined). In support of this Monthly Fee Statement, PJT states as follows:

I. Background

1. On September 15, 2019 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., as amended (the "Bankruptcy Code"). The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

- 2. On November 5, 2019, the Debtors filed the *Debtors' Application to Employ PJT Partners LP as Investment Banker* Nunc Pro Tunc *to the Petition Date* [Docket No. 430] (the "Retention Application"), pursuant to which the Debtors sought authority to retain and employ PJT as its investment banker pursuant to the terms of an engagement agreement (the "Engagement Agreement") dated May 6, 2019. A copy of the Engagement Agreement was attached to the Retention Application.
- 3. On November 21, 2019, this Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 529] (the "<u>Procedures Order</u>") establishing procedures for interim compensation and reimbursement of expenses for professionals.
- 4. On January 9, 2020, this Court entered the *Order Approving Debtors' Employment of PJT Partners LP as Investment Banker* Nunc Pro Tunc *to the Petition Date* [Docket No. 728] (the "Retention Order") approving the Retention Application and authorizing the retention and employment of PJT effective as of the Petition Date, pursuant to the terms of the Engagement Agreement.

II. PJT's Request for Payment of Fees and Expenses

5. For the Eighteenth Compensation Period, PJT (a) earned monthly fees in the amount of \$225,000.00, and incurred out-of-pocket expenses in the amount of \$1,373.29, and (b) in accordance with the Procedures Order, seeks payment in the amount of \$181,373.29 (representing 80% of the total amount of monthly fees earned and 100% of the total amount of out-of-pocket expenses incurred by PJT during the Eighteenth Compensation Period). Although every effort has been made to include all out-of-pocket expenses incurred during the Eighteenth Compensation Period, some expenses might not be included in this Monthly Fee Statement due to delays caused in connection with the accounting and processing of such expenses.

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Accordingly, PJT reserves the right to make further application to this Court for allowance of such out-of-pocket expenses incurred during the Eighteenth Compensation Period but not included herein.

6. An invoice detailing the monthly fees earned and out-of-pocket expenses incurred by PJT during the Eighteenth Compensation Period is attached hereto as <u>Appendix A</u>. A summary of the compensation earned and out-of-pocket expenses incurred during the Eighteenth Compensation Period is outlined below:

7. The amount of compensation and out-of-pocket expenses sought in this Monthly Fee Statement and PJT's compensation practices are consistent with market practices both in and out of a bankruptcy context. PJT has never billed its clients based on the number of hours expended by its professionals. Accordingly, PJT does not have hourly rates for its professionals and PJT's professionals generally do not maintain detailed time records of the work performed for its clients. PJT has, however, maintained contemporaneous time records in one-half hour increments. Time records with respect to the 264.5 hours expended by PJT professionals in providing investment banking services to the Debtors during the Eighteenth Compensation Period are provided in <u>Appendix B</u>. A summary of the total amount of hours expended by PJT professionals is provided below:

Professional	June 2021
Jamie O'Connell	14.5
Joe Turner	68.0
Tom Melvin	103.5
Jovana Arsic	38.0
Lukas Schwarzmann	40.5
Total Hours	264.5

III. Requested Relief

8. Pursuant to the Retention Order and the Procedures Order, with respect to PJT's (a) monthly fees in the amount of \$225,000.00, and (b) out-of-pocket expenses in the amount of \$1,373.29, in each case earned or incurred during the Eighteenth Compensation Period, PJT hereby requests that the Debtors make the following payment to PJT:

Monthly Fee	\$225,000.00
Less: 20% Holdback	(45,000.00)
Subtotal	180,000.00
Out-of-Pocket Expenses	1,373.29
Total Amount Due	\$181,373.29

Dated: July 29, 2021 PJT PARTNERS LP

By: /s/ John James O'Connell III

John James O'Connell III

Partner

280 Park Avenue

New York, NY 10017

(212) 364-7800

APPENDIX A

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PJT Partners

PJ7
July 29, 2021

1,373.29

Jon Lowne Purdue Pharma LP 201 Tresser Boulevard Stamford, CT 06901-3431

Monthly Fee for the period of June 1, 2021 through June 30, 2021: \$ 225,000.00

Less: Holdback @ 20% (45,000.00)

Out-of-pocket expenses processed through July 8, 2021:⁽¹⁾

Ground Transportation \$ 21.42 Meals 34.15 Research 1,317.72

Total Amount Due \$ 181,373.29

Invoice No. 10018337

(1) Expenses incurred, but not yet processed due to timing differences will be billed at a later date.

PJT Partners LP

Finance Department - 17th Floor 280 Park Avenue New York, NY 10017 212 364-7800

PJTUSInvoicing@pjtpartners.com

Purdue Pharma LP Summary of Expenses

	(GL Detail		Total
		Jul-21	J	Expenses
Ground Transportation	\$	21.42	\$	21.42
Employee Meals		34.15		34.15
Research - Online Database		1,317.72		1,317.72
Total Expenses	\$	1,373.29	\$	1,373.29
	Groui	nd Transportation	\$	21.42
	Meals			34.15
	Resea	rch		1,317.72
	Total	Expenses	\$	1,373.29

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Purdue Pharma LP Detail of Expenses Processed Through July 8, 2021 Invoice No. 10018337

Ground Transportation				
Schwarzmann (weeknight taxi home from office)	05/04/21	21.42		
	Subtotal - Ground Transportation	S	5	21.42
Employee Meals				
Schwarzmann (weeknight working dinner meal)	03/15/21	34.15		
	Subtotal - Employee Meals			34.15
Research - Online Database				
de Almeida (retrieved documents from Court docket via PACER)	02/21/21	3.00		
de Almeida (retrieved documents from Court docket via PACER)	02/22/21	0.70		
de Almeida (retrieved documents from Court docket via PACER)	03/18/21	1.10		
de Almeida (retrieved documents from Court docket via PACER)	03/30/21	1.40		
South (KLDiscovery electronic discovery and data recovery services)	06/01/21 - 06/30/21	1,311.52		
S	Subtotal - Research - Online Database			1,317.72
	Total Expenses	S	5	1,373.29

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8201 Greensboro Drive, Suite 300 McLean, VA 22102 Phone: (952) 937-1107

INVOICE

Invoice Number:

P0100191522 07/09/2021

Invoice Date: Service Dates:

06/01/2021 - 06/30/2021

Customer Number:

8004780

Job Number:

7508999

PO Number:

Matter Reference:

PURDUE PHARMA L.P., et al

Invoice Amount Due: 1,311.52 USD

Bill To Customer:

PJT Partners Inc Attention: George South 280 Park Ave FL 15W New York, NY 10017-1206 United States

Account Manager: Drury, Dale

Payment Terms: Net 30 Days

Due Date: 08/08/2021

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HOSTING	Quantity	U of M	Rate	Taxable	Ext. Price	Currency
Active Hosting - Relativity	66.28	Units	9.0000	Ν	596.52	USD
User Access - Relativity	11	Units	65.0000	N	715.00	USD
TOTAL HOSTING					1,311.52	

 Subtotal
 1,311.52

 Tax (0.00%)
 0.00

 Invoice Amount Due
 1.311.52
 USD

Please Send Remittance to

Electronic Payment Instructions:

Bank: Bank of America

Account #: 4427195125

Account Name: KLDiscovery Ontrack, LLC

ACH ABA #: 111000012 Wire ABA #: 026009593 SWIFT: BOFAUS3N Tax ID: 81-0787151

Remittance Address:

KLDiscovery Ontrack, LLC PO BOX 845823 Dallas, TX 75284-5823

All invoice and payment inquiries should be sent to KLD_Support@KLDiscovery.com, which is our preferred method. To speak with a KLD representative, please call (952) 937-1107. LDiscovery, LDiscovery TX, and Kroll Ontrack ediscovery solutions are now brought to you by KLDiscovery Ontrack dba KLDiscovery

APPENDIX B

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SUMMARY OF HOURS FOR THE PERIOD OF JUNE 1, 2021 THROUGH JUNE 30, 2021

Professional	Title	Hours
Jamie O'Connell	Partner	14.5
Joe Turner	Managing Director	68.0
Tom Melvin	Vice President	103.5
Jovana Arsic	Associate	38.0
Lukas Schwarzmann	Analyst	40.5
	Total	264.5

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Professional	Date	Hours	Explanation
Jamie O'Connell	06/02/21	0.5	Review correspondence regarding various matters
Jamie O'Connell	06/02/21	0.5	Call with J. Turner regarding plan matters
Jamie O'Connell	06/02/21	0.5	Dialed into court hearing (did not attend entire hearing)
Jamie O'Connell	06/03/21	0.5	Weekly update call with management and advisors
Jamie O'Connell	06/03/21	1.0	Calls regarding expert reports
Jamie O'Connell	06/03/21	0.5	Call with counsel regarding plan matters
Jamie O'Connell	06/06/21	0.5	Calls regarding plan matters
Jamie O'Connell	06/09/21	0.5	Call with J. Turner regarding plan matters
Jamie O'Connell	06/10/21	0.5	Weekly update call with management and advisors
Jamie O'Connell	06/11/21	1.5	Calls with counsel regarding plan matters
Jamie O'Connell	06/14/21	1.0	Dialed into Special Committee meeting
Jamie O'Connell	06/14/21	0.5	Call with J. Turner regarding plan matters and related emails
Jamie O'Connell	06/17/21	3.0	Dialed into board meeting (did not attend entire meeting)
Jamie O'Connell	06/21/21	1.0	Dialed into court hearing (did not attend entire hearing)
Jamie O'Connell	06/21/21	0.5	Internal team call regarding various matters
Jamie O'Connell	06/22/21	0.5	Weekly update call with advisors
Jamie O'Connell	06/23/21	0.5	Call with J. Turner regarding various matters
Jamie O'Connell	06/24/21	0.5	Weekly update call with management and advisors
Jamie O'Connell	06/28/21	0.5	Review and comment on May fee statement
		14.5	

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Professional	Date	Hours	Explanation
Joe Turner	06/01/21	1.0	Review correspondence regarding various matters
Joe Turner	06/01/21	1.0	Call with company and coordination of advisors re financial item
Joe Turner	06/01/21	2.0	Dialed into court hearing
Joe Turner	06/02/21	1.0	Review correspondence regarding various matters
Joe Turner	06/02/21	1.0	Review of various financial analyses
Joe Turner	06/02/21	0.5	Call with J. O'Connell regarding plan matters
Joe Turner	06/02/21	1.5	Dialed into court hearing
Joe Turner	06/03/21	2.0	Review of draft expert reports
Joe Turner	06/03/21	0.5	Weekly update call with management and advisors
Joe Turner	06/03/21	1.0	Calls regarding expert reports
Joe Turner	06/03/21	1.0	Review of draft expert reports
Joe Turner	06/03/21	0.5	Call with counsel regarding plan matters
Joe Turner	06/04/21	1.0	Review of draft expert reports
Joe Turner	06/04/21	2.0	Review of various financial analyses
Joe Turner	06/05/21	3.0	Review of various financial analyses
Joe Turner	06/06/21	0.5	Calls regarding plan matters
Joe Turner	06/06/21	0.5	Correspondence regarding various matters
Joe Turner	06/06/21	2.0	Review of various financial analyses relating to expert reports
Joe Turner	06/07/21	1.0	Calls regarding expert reports
Joe Turner	06/07/21	2.0	Review of draft expert reports and analyses
Joe Turner	06/07/21	4.0	Review of various financial analyses relating to expert reports
Joe Turner	06/09/21	1.0	Calls with counsel regarding plan matters
Joe Turner	06/09/21	0.5	Call with J. O'Connell regarding plan matters
Joe Turner	06/09/21	0.5	Review correspondence regarding various matters
Joe Turner	06/10/21	0.5	Weekly update call with management and advisors
Joe Turner	06/11/21	1.5	Calls with counsel regarding plan matters
Joe Turner	06/11/21	2.0	Review of various plan materials
Joe Turner	06/13/21	1.0	Review of various financial analyses
Joe Turner	06/13/21	0.5	Correspondence regarding various matters
Joe Turner	06/14/21	2.0	Dialed into Special Committee meeting (inc. prep time)
Joe Turner	06/14/21	1.5	Correspondence regarding various matters
Joe Turner	06/14/21	0.5	Call with J. O'Connell regarding plan matters and related emails
Joe Turner	06/16/21	3.5	Dialed into court hearing
Joe Turner	06/17/21	6.0	Dialed into board meeting (inc. prep time)
Joe Turner	06/17/21	1.0	Review of filed expert reports
Joe Turner	06/20/21	3.5	Review of filed expert reports, consolidation of comments
Joe Turner	06/21/21	2.5	Dialed into court hearing
Joe Turner	06/21/21	0.5	Internal team call regarding various matters

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Professional	Date	Hours	Explanation
Joe Turner	06/22/21	0.5	Weekly update call with advisors
Joe Turner	06/23/21	0.5	Call with J. O'Connell regarding various matters
Joe Turner	06/24/21	0.5	Weekly update call with management and advisors
Joe Turner	06/24/21	3.0	Review of various Newco related documents
Joe Turner	06/29/21	0.5	Weekly update call with advisors
Joe Turner	06/28/21	1.0	Dialed into Special Committee meeting
Joe Turner	06/29/21	1.0	Correspondence regarding various matters
Joe Turner	06/30/21	1.0	Diligence call related to IAC companies
Joe Turner	06/30/21	2.0	Review of various financial analyses
Joe Turner	06/30/21	0.5	Call with Company regarding financial analysis
		68.0	

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Professional	Date	Hours	Explanation
Thomas Melvin	06/01/21	2.0	Attended telephonic court hearing
Thomas Melvin	06/01/21	2.5	Review Plan and Disclosure Statement updates
Thomas Melvin	06/01/21	1.5	Update and review Plan-related financial analysis
Thomas Melvin	06/01/21	1.0	E-mail correspondence with DPW regarding updates to Plan
Thomas Melvin	06/02/21	2.0	Attended telephonic court hearing
Thomas Melvin	06/02/21	0.5	Prepare and review agenda for weekly call
Thomas Melvin	06/02/21	2.0	Review Plan and Disclosure Statement exhibit updates
Thomas Melvin	06/02/21	1.0	E-mail correspondence with DPW and AlixPartners regarding updates to Plan and Disclosure Statement exhibits
Thomas Melvin	06/03/21	1.0	Weekly call with Company management and debtor advisors
Thomas Melvin	06/03/21	0.5	Call with Company management and AlixPartners to discuss various matters
Thomas Melvin	06/03/21	0.5	Call with DPW and AlixPartners to discuss Disclosure Statement matters
Thomas Melvin	06/04/21	1.0	Review DPW analysis related to confirmation schedule
Thomas Melvin	06/04/21	2.5	Review AlixPartners financial analysis
Thomas Melvin	06/04/21	0.5	E-mail correspondence with DPW and AlixPartners regarding various matters
Thomas Melvin	06/05/21	1.0	Review internal financial analysis
Thomas Melvin	06/05/21	2.0	Review internal and AlixPartners financial analysis
Thomas Melvin	06/05/21	0.5	E-mail correspondence with internal team and AlixPartners regarding various financial analysis
Thomas Melvin	06/06/21	0.5	E-mail correspondence with DPW regarding expert reports
Thomas Melvin	06/07/21	0.5	Call with internal team to discuss various matters
Thomas Melvin	06/07/21	1.0	Review diligence requests from creditor financial advisors
Thomas Melvin	06/07/21	0.5	Review e-mail correspondence with DPW and KPMG regarding tax-related matters
Thomas Melvin	06/07/21	2.0	Prepare and review various materials for DPW related to Plan and Disclosure Statement exhibits
Thomas Melvin	06/08/21	2.0	Review presentation prepared by managemen
Thomas Melvin	06/08/21	0.5	Review financial analysis prepared by AlixPartners
Thomas Melvin	06/08/21	1.5	E-mail correspondence with DPW and AlixPartners regarding various matters
Thomas Melvin	06/09/21	0.5	Call with internal team to discuss various matters
Thomas Melvin	06/09/21	0.5	Call with DPW to discuss various Plan-related matters
Thomas Melvin	06/09/21	2.5	Review internal materials related to Plan and Disclosure Statement exhibits
Thomas Melvin	06/09/21	1.0	Review docket filings related to expert witnesses
Thomas Melvin	06/09/21	0.5	E-mail correspondence with internal team related to various matters
Thomas Melvin	06/10/21	1.0	Weekly call with Company management and debtor advisors
Thomas Melvin	06/10/21	2.0	Review internal materials related to upcoming court hearing
Thomas Melvin	06/10/21	1.0	E-mail correspondence with DPW, AlixPartners and internal team regarding various matters
Thomas Melvin	06/11/21	1.0	Call with DPW to discuss Plan-related matters
Thomas Melvin	06/11/21	0.5	Call with AlixPartners to discuss various matters
Thomas Melvin	06/11/21	0.5	Call with internal team to discuss various financial analyses
Thomas Melvin	06/12/21	1.0	E-mail correspondence with internal team, AlixPartners and DPW regarding financial analysis
Thomas Melvin	06/13/21	0.5	Call with internal team to discuss financial analysis

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Thomas Melvin 06/13/21 2.5 Call with internal team to discuss financial analysis	Professional	Date	Hours	Explanation
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Professional	Date	Hours	Explanation
Thomas Melvin	06/29/21	2.0	Review analysis prepared by AlixPartners in response to Company management reques
Thomas Melvin	06/29/21	1.0	E-mail correspondence with AlixPartners and Company management regarding financial analysis
Thomas Melvin	06/30/21	0.5	Call with Company management and AlixPartners to discuss financial analysis
Thomas Melvin	06/30/21	1.0	Call with DPW to discuss various matters
Thomas Melvin	06/30/21	1.5	Review analysis prepared by AlixPartners
Thomas Melvin	06/30/21	2.0	Review draft of NewCo operating agreement
		103.5	

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Professional	Date	Hours	Explanation
Jovana Arsic	06/01/21	1.0	Review correspondence regarding various matters
Jovana Arsic	06/01/21	1.0	Call with company and coordination of advisors re financial item
Jovana Arsic	06/01/21	2.0	Dialed into court hearing
Jovana Arsic	06/02/21	1.0	Review correspondence regarding various matters
Jovana Arsic	06/02/21	1.0	Review of various financial analyses
Jovana Arsic	06/02/21	1.5	Dialed into court hearing
Jovana Arsic	06/03/21	2.0	Review of draft expert reports
Jovana Arsic	06/03/21	0.5	Weekly update call with management and advisors
Jovana Arsic	06/03/21	1.0	Review of draft expert reports
Jovana Arsic	06/03/21	0.5	Call with counsel regarding plan matters
Jovana Arsic	06/04/21	1.0	Review of draft expert reports
Jovana Arsic	06/04/21	2.0	Review of various financial analyses
Jovana Arsic	06/05/21	3.0	Review of various financial analyses Review of various financial analyses
Jovana Arsic	06/06/21	0.5	Calls regarding plan matters
Jovana Arsic	06/06/21	0.5	Correspondence regarding various matters
Jovana Arsic	06/06/21	2.0	Review of various financial analyses relating to expert reports
Jovana Arsic	06/07/21	1.0	Calls regarding expert reports
Jovana Arsic	06/07/21	2.0	Review of draft expert reports and analyses
Jovana Arsic	06/09/21	1.0	Calls with counsel regarding plan matters
Jovana Arsic	06/10/21	0.5	Weekly update call with management and advisors
Jovana Arsic	06/11/21	2.0	Review of various plan materials
Jovana Arsic	06/13/21	1.0	Review of various financial analyses
Jovana Arsic	06/16/21	3.0	Dialed into court hearing
Jovana Arsic	06/21/21	2.0	Dialed into court hearing
Jovana Arsic	06/21/21	0.5	Internal team call regarding various matters
Jovana Arsic	06/22/21	0.5	Weekly update call with advisors
Jovana Arsic	06/24/21	0.5	Weekly update call with management and advisors
Jovana Arsic	06/29/21	0.5	Weekly update call with advisors
Jovana Arsic	06/30/21	1.0	Diligence call related to IAC companies
Jovana Arsic	06/30/21	2.0	Review of various financial analyses
		38.0	

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Professional	Date	Hours	Explanation
Lukas Schwarzmann	06/01/21	1.0	Weekly advisor call
Lukas Schwarzmann	06/02/21	3.0	Financial analysis
Lukas Schwarzmann	06/03/21	2.0	Financial analysis
Lukas Schwarzmann	06/03/21	1.0	Biweekly catch-up call
Lukas Schwarzmann	06/04/21	4.0	Financial analysis
Lukas Schwarzmann	06/06/21	3.0	Financial analysis
Lukas Schwarzmann	06/07/21	1.0	Prep session
Lukas Schwarzmann	06/08/21	4.0	Financial analysis
Lukas Schwarzmann	06/08/21	1.0	Weekly advisor call
Lukas Schwarzmann	06/09/21	3.0	Financial analysis
Lukas Schwarzmann	06/10/21	1.5	Biweekly catch-up call
Lukas Schwarzmann	06/12/21	2.0	Financial analysis
Lukas Schwarzmann	06/13/21	2.0	Financial analysis
Lukas Schwarzmann	06/14/21	0.5	Call with company regarding financial analysis
Lukas Schwarzmann	06/15/21	1.0	Financial analysis
Lukas Schwarzmann	06/15/21	1.0	Weekly advisor call
Lukas Schwarzmann	06/16/21	1.0	Financial analysis
Lukas Schwarzmann	06/21/21	0.5	Internal catch-up call
Lukas Schwarzmann	06/22/21	1.0	Weekly advisor call
Lukas Schwarzmann	06/24/21	2.0	Financial analysis
Lukas Schwarzmann	06/24/21	1.5	Weekly advisor call
Lukas Schwarzmann	06/25/21	2.0	Financial analysis
Lukas Schwarzmann	06/29/21	1.0	Weekly advisor call
Lukas Schwarzmann	06/30/21	0.5	Call with company regarding financial analysis
		40.5	